

## **Agreement Exhibit**

Currently, CMC Media LLC (Applicant) is wholly owned by Nora Karbash. She holds 100% of Applicant's voting and equity interest. The proposed transfer of control is not being made pursuant to a written purchase agreement. Nora Karbash ("Transferor") is the wife of Jeff Karbash ("Transferee"). Transferor and Transferee have agreed that Transferor would transfer 50% of her control over CMC Media LLC to Transferee. Post-transfer of control, Nora Karbash and Jeff Karbash will each hold 50% of the voting and equity interest in Applicant.